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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

SEG Mail Processing Section

Washington, DC

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

JUN 1 n 2(UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30,2008
Estimated average burden
hours per response.....16.00

SEC USE ONLY										
Serial										
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Name of Offering (check if this is an amendment and name has changed, and indicate of	nange.)
Flexible Premium Variable Universal Group Life Insurance Policy-PPL1654	
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	
Nationwide Private Placement Variable Account	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telep	one Number (Including Area Code)
One Nationwide Plaza, Columbus, OH 43215 (614)	249-7111
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	one Number (Including Area Code)
Brief Description of Business	
Variable Insurance Products	PROCESSED
Type of Business Organization	
corporation limited partnership, already formed other (please speci	
business trust limited partnership, to be formed Insurance Company Se	Parate Account
Year Actual or Estimated Date of Incorporation or Organization Month Year	THOMSON REUJERS
[05] [98] 🔀 A	ctual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrevia CN for Canada; FN for other foreign jurisdi	

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filling of a federal notice.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
A. BASIC IDENTIFICATION DATA
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a cla of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnersh issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Alutto, Joseph A.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Brocksmith, Jr. James G.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Eckel, Keith W.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Miller de Lombera, Martha J.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215

Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
	Name (Last name first, ensen, W.G.	if individual)								
	ness or Residence Addr Nationwide Plaza, Colu			Code)						
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
	Name (Last name first, shall, Lydia M.	if individual)		·						
	ness or Residence Addr Nationwide Plaza, Colu			Code)						
Che	ck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
	Name (Last name first, er, David O.	if individual)								
	ness or Residence Addr Nationwide Plaza, Colu			Code)						
_		(Use blank shee	i, or copy and use additi	onal copies of this sheet,	as necessary)					
			B. INFORMATION	ABOUT OFFERING		_				
1. 2. 3.	What is the minimum	n investment ti	Answer also in Appe hat will be accepted fi	on-accredited investor endix, Column 2, if fil rom any individual?	ing under UL	OE.				
3. Does the offering permit joint ownership of a single unit?										
	Name (Last name first, i Jinnis, Andrew									
Busi TBC	ness or Residence Addre Financial		Street, City, State, Zip	Code)						
2029	e of Associated Broker Century Park East, Suits in Which Person Liste (Check "All States"	te 3720, Los An ed Has Solicited	or Intends to Solicit Pur	chasers		All States				
	AL AK AZ	AR	CA CO	CT DE D	C FL	GA HI ID				
	L IN IA	KS	X KY LA	ME MD M	A MI	MN MS MO				
N	AT NE NV	NH	NJ NM	NY NC N	D OH	OK OR PA				
F	I SC SD	TN	TX UT	VT VA W	'A WV	WI WY PR				

Full Name (Last name first, if individual)											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Name of Associated Broker or Dealer											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											
AL AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	НІ	ID
IL IN	IA	KS	KY	LA	МЕ	MD	MA	МІ	MN	MS	МО
MT NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
E IIII d		P - 1 1									
Full Name (Last na											
Business or Resider			nd Street, C	City, State,	Zip Code)						
Name of Associated	l Broker or I	Dealer									
States in Which Per (Check "A	son Listed H II States" or									.∏AII Sta	ites
AL AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	НІ	ID
IL IN	IA	KS	KY	LA	ME	MD	MA	Mi	MN	MS	МО
MT NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	OF INVESTORS, EXPENSES AND USE OF F	ROGEZDE	
Enter the aggregate offering price of securities amount already sold. Enter .0. if the answer is a exchange offering, check this box and indic of the securities offered for exchange and already	none, or .zero If the transaction is an eate in the columns below the amounts		
Type of Security		Aggregate Offering Price	Amount Aiready Sold
The state of the s		\$	\$
Equity		\$	\$
Common Preferred			
	s)	\$	\$
Partnership Interests	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$	\$
Other (Specify: Variable Life Insurance		\$70,241,237	\$29,266,962
Policy)		\$70,241,237	\$29,266,962
	Appendix, Column 3, if filing under ULOE.	\$10,241,231	\$29,200,902
2. Enter the number of accredited and no purchased securities in this offering a their purchases. For offerings under R persons who have purchased securities their purchases on the total lines. Enter	nd the aggregate dollar amounts of Rule 504, indicate the number of es and the aggregate dollar amount of		
·		Number	Aggregate Dollar Amount
		Investors	Of Purchases
Accredited Investors		1	\$29,266,962
		•	\$
	04 only)	l	\$29.266.962
If this filing is for an offering under F requested for all securities sold by the types indicated, in the twelve (12) mo in this offering. Classify securities by Type of Offering Rule 505	e issuer, to date, in offerings of the onths prior to the first sale of securities type listed in Part C. Question 1.	Type of Security	Dollar Amount Sold \$
Regulation A			\$
Rule 504			\$
Total			\$
 a. Furnish a statement of all expenses distribution of the securities in this of solely to organization expenses of the given as subject to future contingenci not know, furnish an estimate and che 	fering. Exclude amounts relating insurer. The information may be les. If the amount of an expenditure is		
Transfer Agent's Fees	.,		\$
Printing and Engraving Costs			\$
Legal Fees			\$
Accounting Fees			\$
			\$
Sales Commissions (specify finder's	fees separately)		\$1,170,678
Other Expenses (identify)			\$
			\$1,170.678
b. Enter the difference between the a	garegale Affering price given in	_	
response to Part C – Question 4.a. The			\$69,070,559

Inten	ATTENTION ————————————————————————————————————	ons. (See 18 U.S.	.C. 1001.)
Name of Sign April VanDe	ner (Print or Type) Title of Signer (Print or Type) rvort Associate Vice President		
Issuer (Print of Nationwide F Variable Acc	Private Placement 9	Date 6/10/08	ŝ
is filed under U.S. Securities	s duly caused this notice to be signed by the undersigned duly authorized Rule 505, the following signature constitutes an undertaking by the est and Exchange Commission, upon written request of its staff, the in any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	issuer to furnish	to the
	D. FEDERAL SIGNATURE		
	Total Payments Listed (column totals added)	□\$	
	Column Totals		
		 \$	\$
	Other (specify):	□\$	\$
	Working capital	 \$	
	involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	 \$
	Acquisition of other businesses (including the value of securities	\$	\$
	Construction or leasing of plant buildings and facilities		 \$
	Purchase of real estate	□\$	□\$ □\$
	Salaries and fees	<u></u>	<u></u> \$
		Payments to Officers, Directors, & Affiliates	Payments to Others
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		-
	proceeds to the issuer."		

	E. STATE SIGNATURE									
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?	Yes	No							
	See Appendix, Column 5, for state response.									
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.									
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4.	The undersigned issuer represents that the issuer is familiar with the conditions to the Uniform limited Offering Exemption (ULOE) of the state in which this n the issuer claiming the availability of this exemption has the burden of establish been satisfied.	otice is filed and	understands that							

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Nationwide Private Placement Variable Account

.. ...

Name of Signer (Print or Type)

April VanDervort

Signature

Title of Signer (Print or Type)

Associate Vice President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX				
1		2	3		5				
	Intended to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Ту	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									

CA			Variable Life Insurance	1	29,266,962							
			70,241,237		29,200,902	<u> </u>		l				
CO												
CT	<u> </u>					<u></u>						
DE								<u> </u>				
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NM	┝╤╅	┼╌╞╡╌┤				 		 - -	 			
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OR												
				A	PPENDIX							
1		2	3			4		- 3	5			
ĺ	Inte	nded to sell						Disquali	ification			
	то по	n-accredited	Type of security									
	inve	stors in State	and aggregate offering price		The second secon							
	(Pai	rt B-Item 1)	offered in state	Ty	Type of investor and amount purchased in State (Part C-Item2)							
i	1	1	(Part C-Item 1)		(i an C-nemz)							
[(Part E- Yes	Item 1) No						
]		Number of		Number of		res	140			
State	Yes	No		Accredited		Non-Accredited						
				Investors	Amount	Investors	Amount					
PA												
RI		 	<u> </u>					<u> </u>	<u> </u>			
SC			<u> </u>					<u> </u>				

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Check E	Box(es)	that App	oly:	Promoter		Beneficial Owner	Executiv	e Officer	Director	, [General and/		
											Managing Par	tner	
Full Nai Patterso			first, i	f individual)									
				ss (Number an mbus, OH 432		t, City, State, Zip	Code)						-
Check E	Box(es)) that App	oly:	Promoter		Beneficial Owner	Executiv	e Officer	Director	r [General and/ Managing Par		
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Check E	Box(es) that App	oly:	Promoter		Beneficial Owner	Executiv	e Officer	Director	r [General and/ Managing Par		
Full Nai Shisler,			first, i	f individual)									
				ess (Number an mbus, OH 432		t, City, State, Zip	Code)						
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				ess (Number an mbus, OH 432		et, City, State, Zip	Code)						
Check E	Box(es) that App	ply:	Promoter		Beneficial Owner	Executiv	e Officer	Director	- [General and/ Managing Par		_
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				ess (Number an mbus, OH 432		et, City, State, Zip	Code)						

